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Counsel to the Debtors and  
Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

- - - - - X  
In re: : Chapter 11  
:  
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)  
et al., :  
:  
Debtors. : Jointly Administered  
- - - - - X

**ORDER GRANTING SECOND INTERIM FEE APPLICATION OF  
ERNST & YOUNG LLP, AS ACCOUNTING AND TAX CONSULTANTS  
FOR THE DEBTORS, FOR THE PERIOD BEGINNING  
FEBRUARY 1, 2009 THROUGH APRIL 30, 2009**

Upon consideration of the Second Interim Fee  
Application of Ernst & Young LLP as Accounting and Tax  
Consultants for the Debtors for the Period of February 1,  
2009 through April 30, 2009 (the "Application"); and the  
Court having reviewed the Application and the Court having

determined that the relief requested in the Application is necessary and appropriate; and it appearing that proper and adequate notice of the Application has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

**ORDERED, ADJUDGED, AND DECREED that:**

1. The Application meets the requirements of the Bankruptcy Code and the compensation and reimbursement of expenses sought in the Application is both fair and reasonable.

2. The Application is hereby approved in its entirety, and compensation in the total amount of \$520,883.08 and reimbursement in the total amount of \$3,799.93 for the Application Period is hereby approved, and the Debtors are hereby authorized and directed to pay the unpaid portion of such compensation.

3. This Court will retain jurisdiction with respect  
to any dispute concerning the relief granted hereunder.

Dated: Richmond, Virginia  
\_\_\_\_\_, 2009

\_\_\_\_\_  
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

Gregg M. Galardi, Esq.  
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/s/ Douglas M. Foley  
\_\_\_\_\_  
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Counsel to the Debtors and Debtors in Possession

**CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)**

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley

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